

**UNITED STATES DISTRICT COURT FOR THE
NORTHERN DISTRICT OF OKLAHOMA**

DENNIS RICE and HAROLD MACARIOLA,
individually and on behalf of all others similarly
situated,

Consolidated Plaintiffs,

v.

DOLLAR THRIFTY AUTOMOTIVE GROUP,
INC., THOMAS P. CAPO, MARY ANN N.
KELLER, EDWARD C. LUMLEY, RICHARD
W. NEU, JOHN C. POPE, SCOTT L.
THOMPSON, HDTMS, INC., HERTZ GLOBAL
HOLDINGS, INC.,

Defendants.

Case No. 10-CV-294-CVE-FHM
BASE FILE

Consolidated with
Case No. 10-CV-311-CVE-FHM

DEFENDANTS' ERRATA CORRECTION

Comes now Christina M. Vaughn, attorney of record for Defendants Dollar Thrifty Automotive Group, Inc., Thomas P. Capo, Mary Ann N. Keller, Edward C. Lumley, Richard W. Neu, John C. Pope, and Scott L. Thompson, and moves to correct the filing of Document No. 38 entitled Defendants' Motion to Dismiss the Amended Complaint, and Brief in Support filed June 21, 2010, which was inadvertently filed without inclusion of Appendix A referenced on page 15 thereof, and to add Appendix A, which is attached hereto, to the filing of Document No. 38.

DATED: June 24, 2010

Respectfully submitted,

By: /s/Christina M. Vaughn
Gerald L. Hilsher, OBA #4219
Christina M. Vaughn, OBA #21390
McAfee & Taft
500 ONEOK Plaza
100 West 5th Street
Tulsa, Oklahoma 74103
(918) 587-0000

OF COUNSEL:

Mitchell A. Lowenthal
Deborah M. Buell
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, New York 10006
(212) 225-2000

John N. Hermes, OBA #4133
M. Richard Mullins, OBA #13329
McAfee & Taft
Tenth Floor
Two Leadership Square
211 North Robinson
Oklahoma City, Oklahoma 73102
(405) 235-9621

OF COUNSEL:

Joseph Moodhe
Debevoise & Plimpton LLP
919 Third Avenue
New York, New York 10022
(212) 909-6000

*Attorneys for Defendants Dollar Thrifty
Automotive Group, Inc., Scott L. Thompson,
Thomas P. Capo, Maryann N. Keller, Edward
C. Lumley, John C. Pope, and Richard W. Neu*

By: /s/Michael J. Gibbens
James L. Kincaid, OBA #5021
Michael J. Gibbens, OBA #3339
Crowe & Dunlevy
321 South Boston Avenue
500 Kennedy Building
Tulsa, Oklahoma 74103
(918) 592-9800

*Attorneys for Defendants Hertz Global
Holdings, Inc. and HDTMS Inc.*

CERTIFICATE OF SERVICE

I hereby certify that on June 24, 2010, I electronically transmitted the foregoing document to the Clerk of Court using the ECF System for filing and transmittal of a Notice of Electronic Filing to the following ECF registrants (names only are sufficient):

andrew@andrewshartman.com
jack.moore@andrewshartman.com
jnotis@gardylaw.com
jsarnelli@gardylaw.com
srowley@faruqilaw.com
jmogil@faruqilaw.com
jim.kincaid@crowedunlevy.com
mike.gibbens@crowedunlevy.com

I hereby certify that on June 24, 2010, I served the attached document by mail, on the following, who are not registered participants of the ECF System:

Carl S. Stine
Wolf Popper LLP
845 Third Avenue
New York, NY 10022

Chet B. Waldman
Wolf Popper LLP
845 Third Avenue
New York, NY 10022

s/ Christina M. Vaughn
Christina M. Vaughn

Appendix A To Defendants' Motion To Dismiss The Joint Amended Complaint

Paragraph of the JAC	Alleged Omission or Misstatement	Disclosures In The Preliminary Proxy
102-103	Defendant Thompson made the following false statement: "The Form S-4 contains detail and background on the Hertz/Dollar Thrifty transaction. Among other information, it outlines the conversations our Board had with various parties, including Hertz, and Avis [], leading up to the agreement to be acquired by Hertz in April."	See Ex. C at 57061 (detailing the discussions Dollar Thrifty had with Avis in 2007, 2008 and 2009).
111	"The Proxy fails to disclose how the discount rates of 11.5% - 13.5% [used in the discounted cash flow analysis] . . . were derived."	See Ex. C at 84 (the "range of discount rates from 11.5% - 13.5% . . . were chosen by J.P. Morgan based upon an analysis of the weighted average cost of capital of DTG.").
111	"The Proxy fails to disclose how . . . the perpetual growth rates of 2.5% - 3.5% [used in the discounted cash flow analysis] were derived."	See Ex. C at 84 ("The perpetual unlevered free cash flow growth rates were determined based on J.P. Morgan's judgment and experience.").
112	"The Proxy also fails to disclose how the discount rates range of 12.0% to 14.0% was derived."	See Ex. C at 85 (Goldman Sachs used "discount rates ranging from 12.0% to 14.0%, reflecting estimates of DTG's weighted average cost of capital.").
113	The Proxy, in connection with the Goldman Sach's Discounted Cash Flow Analysis, "fails to disclose whether Goldman Sachs performed a terminal growth rates calculation as part of this analysis, and, if so, fails to disclose the terminal growth rates."	See Ex. C at 85 (disclosing in detail the analysis Goldman Sachs did perform, which comprised calculating "the present value of Dollar Thrifty's terminal value at December 31, 2013 by applying a range of corporate EBIDTA multiples of 5.0x to 7.0x (which was selected by Goldman Sachs based on its judgment and experience as informed by the historical trading range of DTG) to DTG's estimated 2013 corporate EBIDTA and using discount rates ranging from 12.0% to 14.0%.").
120	"The Proxy fails to fully disclose the reasons the Board decided to finalize the Merger Agreement prior to the announcement of Dollar Thrifty's first quarter 2010 earnings."	See Ex. C at 67-68 ("[A]lthough the board of directors had earlier considered suspending further discussions on transaction valuation until after the announcement of [Dollar Thrifty's] and Hertz's first quarter results, Hertz made clear that its current offer was contingent on execution of a definitive transaction prior to the date that [Dollar Thrifty] planned to announce its first quarter results.").